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July 20, 2018

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: Notice of *Ex Parte* Communication, MB Docket No. 17-179, Applications of
Tribune Media Company and Sinclair Broadcast Group, Inc. for Consent to
Transfer Control of Licenses and Authorizations**

Dear Ms. Dortch:

On July 17-18, 2018, Barry Faber, Vice President/General Counsel to
Sinclair Broadcast Group, Inc. sent the attached emails to Chairman Pai, which I
subsequently emailed to Commissioner Rosenworcel, Commissioner O’Rielly, and
Commissioner Carr on July 18, 2018.

Sincerely,

/s/ Miles S. Mason

Miles S. Mason
Counsel to Sinclair Broadcast Group, Inc.

Cc (via email):
Ajit Pai, Chairman
Jessica Rosenworcel, Commissioner
Michael O’Rielly, Commissioner
Brendan Carr, Commissioner

From: Mason, Miles S.
Sent: Wednesday, July 18, 2018 10:34 AM
To: [REDACTED]
Subject: Sinclair/Tribune

Commissioner O’Rielly – Barry Faber has asked that I forward the following email to you that he sent to Chairman Pai earlier this morning. The same is being forwarded to the other Commissioners as well.

Sincerely,

Miles

Original Message-----

From: Barry Faber
Sent: Wednesday, July 18, 2018 9:27 AM
To: Ajit Pai [REDACTED]
Subject: RE: Call

Dear Chairman Pai,

Thank you very much for taking the time to call me last night. As you requested, I am writing to let you know that we are not planning on withdrawing the entire Tribune application this morning. Such an extraordinary action would have required Board approval, which we do not have, and even if management was prepared to recommend such action and the Sinclair Board were inclined to approve such action, we would not even have the unilateral right to have done so under our contract with Tribune. Such a momentous decision was simply not one that could be fully considered and made in the brief period of time provided to us.

We have instead filed to withdraw the sales of the stations in Chicago, Dallas and Houston. The withdrawal of the Chicago application will simply result in Sinclair owning that station if the Tribune transaction is consummated. Our plan with regard to Dallas and Houston is to sell them to another buyer, subject to the FCC’s approval of that buyer.

I know that you told me yesterday that the withdrawal of these three applications would not prevent you moving forward with the HDO, but I am writing to ask you to reconsider that position (or at least delay it until you have an opportunity to more fully consider the situation). I understand that if Sinclair has not been completely truthful and forthcoming with regard to these proposed sales, abandoning them would not eliminate such unacceptable behavior. I point out, however, that as we discussed yesterday no evidence exists that Sinclair has mislead the FCC or been anything other than completely candid with respect to our relationships with the proposed buyers and the terms of the transaction.

To designate our transaction for hearing based on the possibility that there may be more to the deals than meets the eyes based on the pricing and other terms that have been disclosed, would be extraordinary and unprecedented. Despite an ongoing dialogue with the FCC regarding the structure of the transaction, at no time has anyone at the FCC ever raised any concerns that Sinclair was being less than candid with the FCC or asked us to provide any back-up or further information to explain the financial aspects of the sales of the Dallas, Houston or Chicago stations. Had we been so asked, we could have adequately explained to the FCC the underlying basis for the transaction terms, eliminating any concern that the deals were anything other than arm’s length agreements that would have proceeded exactly as contemplated by the documentation that has been provided to the FCC.

Since that opportunity has not previously been afforded to us (and we have not even been permitted to meet with you personally during this transaction), I appeal to your sense of fairness and procedural transparency to ask that we be given that opportunity now. If after such discussions and presentation of the underlying basis for the deals and their terms you believe that a significant likelihood exists that Sinclair has misrepresented to the FCC, you would of course be free to proceed with the HDO at that time. In addition, during this time and based on your reaction to such a meeting, Sinclair and Tribune would have the time needed to carefully assess whether abandoning the overall transaction is an appropriate course of action. I am simply asking you not to make a quick decision without the parties having had an appropriate chance to discuss the matter and attempt to put your concerns to rest.

I appreciate your consideration and look forward to hearing from you and hopefully working this out.

Sincerely,
Barry

Miles S. Mason | Partner

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[REDACTED] website bio

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SAN FRANCISCO SHANGHAI SILICON VALLEY TOKYO WASHINGTON, DC



-----Original Message-----

From: Barry Faber

Sent: Tuesday, July 17, 2018 1:14 PM

To: Ajit Pai [REDACTED]

Subject: Call

Dear Chairman Pai,

I would appreciate if you would let me know if you are available for a brief call to discuss the Tribune matter. I realize that you appear to have been unwilling to discuss this matter for the past several months (and for that reason our counsel and Tribune's have been reaching out everyone at the FCC but you), but I believe a call personally with you would be appropriate and hopefully useful at this point. If you would like to call me, I can be reached on my cell anytime at [REDACTED] If you prefer to schedule a call, let me know when and I will accommodate any day or time that works for you.

Thank you,
Barry

From: Mason, Miles S.
Sent: Wednesday, July 18, 2018 10:37 AM
To: [REDACTED]
Subject: Sinclair/Tribune

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From: Mason, Miles S.
Sent: Wednesday, July 18, 2018 10:35 AM
To: [REDACTED]
Subject: Sinclair/Tribune

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